



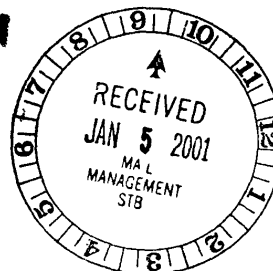
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SURFACE TRANSPORTATION BOARD



January 4, 2001

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 700
Washington D.C. 20423

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of November 13, 2000 between the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC
1211 Avenue of the Americas, New York, NY 10036

Lessee: BLOMMER CHOCOLATE COMPANY
600 West Kinzie Street
Chicago, IL 60610

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC and Lessee: BLOMMER CHOCOLATE COMPANY covering 11 covered hopper railcars with reporting marks and numbers – CEFX 11245-123893, NOT INCLUSIVE

Please file this memorandum as a SECONDARY document to Recordation #22803 dated 12/13/00 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator

enclosure

RECORDATION NO.

22803-A

FILED

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MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 13th day of November, 2000, is made by The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and Blommer Chocolate Company, a Delaware corporation, with an address at 600 West Kinzie Street, Chicago, Illinois 60610 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 14, 1999 covering the equipment listed on Schedule A hereto (the "Equipment"); pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on Mar. 13, 2000, as Recordation No. 22803.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

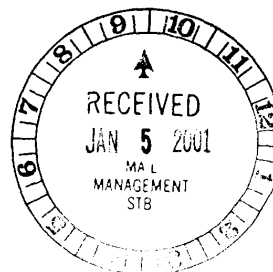
By: Joseph J. MankowskiName: JOSEPH L. MANKOWSKITitle: VP

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BLOMMER CHOCOLATE COMPANY

By: Peter BlommerName: PETER BLOMMERTitle: VICE PRESIDENT

S:\blommer\lease2.wpd
March 13, 2000 (4:16PM)



Schedule A

| <u>Quantity</u> | <u>Equipment Description</u> | <u>Reporting Marks and Numbers</u> |
|-----------------|--|--|
| 6 | Used 5230 c.f. covered hopper cars equipped with gravity outlet gates and trough hatches | CEFX 11245, 11246, 11247, 11251, 11253 |

Schedule A

| <u>Quantity</u> | <u>Equipment Description</u> | <u>Reporting Marks and Numbers</u> |
|-----------------|--|---|
| 5 | Used 5250 c.f. covered hopper cars equipped with gravity outlet gates and trough hatches | CEFX 12174, 12256, 12273, 12378, 123893 |